

# MINUTES OF THE ANNUAL GENERAL MEETING – Year of 2017

## Table of Contents

|  |           |
|--|-----------|
| AGM 2017 Minutes.....  | pgs 1-3   |
| President’s Report.....  | pgs 4-5   |
| Treasurer’s Report – Financial Statement & Christmas Craft Fair..... | pgs 6-8   |
| – Budget 2018.....   | pg 9      |
| Special Resolution – New Bylaws.....                                 | pgs 10-17 |

## **Beaver Point Community Hall Association (BPCHA)**

**March 25, 2018 . . . 2:00 pm - 4:00 pm**

### **Beaver Point Hall**

#### **1.0 Call to Order:**

President Wendy Rosier called the meeting to order at 2:09 pm. She introduced the Members of the Board, welcomed the new board members Sam LoBalbo and Doug McMillin and thanked those in attendance. Those present alphabetically were Doug McMillin, Elizabeth Zook, Greg Clayton, Mark Stevens, Naomi Jason , Noni Fogarty, Sam LoBalbo, Steve Smith, Wendy Rosier and our new Booker – Jules Rieter. Community member in attendance was Danny Guillaume.

#### **2.0 Approval of the Agenda:**

**It was moved that the Agenda be approved as Presented  
CARRIED**

#### **3.0 Approval of Minutes from AGM year of 2016**

**It was moved that the Minutes of the AGM of Year 2016 be accepted  
as presented.**

**CARRIED**

#### **4.0 President’s Annual Report:**

President Rosier gave her report, which is attached to these minutes (pgs 4 & 5), She welcomed Doug McMillin and Sam LoBalbo who had been invited to join the Board during the year, thanked Kristin Baliski for her years of service to the Hall as our Booker and welcomed Jules Rieter as our new booker.

The President’s Report was accepted as presented by acclimation.

# MINUTES OF THE ANNUAL GENERAL MEETING – Year of 2017

## 5.0 Booker Report:

Bookings went well this year in spite of the cold 6 weeks without a furnace – thanks to Booker Extraordinaire Kristin Baliski. Kristin let us know that she was going to retire from that position at the end of the year and the search for her replacement started in November and wasn't finalized satisfactorily until the new year.

During the year a committee to review the rates we charge was commenced and has yet to be finalized

**Bookers Report was accepted as presented by acclaim.**

## 6.0 Treasurer's Annual Report:

### **AGM 2017 Treasurers Report Transcript from Recording.mp3**

[00:00:08] It is a heavy heart that I write this report. And I'll submit this to you after. I believe in truth trust and transparency. So I want to let the community the public to know what happened in 2017 and why I won't to return to the board...(remainder attached)

### **December 31, 2017 Financial Statements.**

Bookkeeper, Noni Fogarty prepared the financial statement which consisted of a Balance Sheet (Assets, Liabilities, Income & Expenses) for the year ending December 31, 2017, a seven year analysis of the Christmas Craft Fairs (2011 – 2017) for clarification and the Budget (all are attached to these Minutes) but due to a glitch in the system the printed versions were not available. E-versions will be sent to all and an E-Vote taken.

The bank account as of Dec31, 2017 was \$16,130.06

A separate Holding (savings) account was set up to which all advance payments will be deposited. Held here separately until the event has run and which at that time the rental will go into the General account and damage deposits returned if not needed.

### **Budget 2017**

Our third annual budget was approve by the Board on Feb 19 2018

**It was moved that an E-Vote be taken on the subject of the Financial Statement and Budget.**

**CARRIED**

**E-VOTE: There were nine (9) voting members. Seven (7) of the nine voted in favour of Accepting as Presented with one No and one Abstention.**

**Result: Accepted as Presented.**

**CARRIED**

## 7.0 Special Resolution to Change Bylaws:

BEAVER POINT COMMUNITY HALL ASSOCIATION

Resolved that the following bylaws of the Beaver Point Community Hall Association replace the existing bylaws: Attached (pgs 10 -17)

**CARRIED**

# MINUTES OF THE ANNUAL GENERAL MEETING – Year of 2017

## **8.0 Election of the 2018 of Directors**

With the following members present and in agreement to run for a one year term

as:

### **Directors:**

**Steve Smith, Wendy Rosier, Sam LoBalbo, Elizabeth Zook,**

and as:

### **Members At Large:**

**Doug McMillin, Naomi Jason, Mark Stevens, Kristin Baliski, Noni Fogarty, David Buttigieg, Justine Wilkie, Greg Clayton,**

**With one nomination from the floor: Danny Guillaume as Member at Large**

The slate of nominees was then elected by acclimation.

## **9.0 Closing Remarks, Adjournment:**

President Rosier thanked everyone for coming and their contributions to this meeting and the Hall.

There being no further business the meeting adjourned at 3:35 PM

---

Recorded and Transcribed by  
Wendy Rosier, President

# **PRESIDENT'S REPORT**

**Beaver Point Community Hall Association, AGM for the year of 2017  
March 25, 2018**

Welcome to the Beaver Point Community Hall Association's Annual General Meeting.

I am Wendy Rosier, current President and I would like to introduce and thank the other members of the board they are - alphabetically, Elizabeth Zook, David Buttigieg, Greg Clayton, Justine Wilkie, Kristin Baliski, Mark Stevens, Naomi Jason, Noni Fogarty, and Steve Smith.

**And To Welcome New Members at Large: Sam LoBalbo and Doug McMillin and our new Booker Julie Rieter.**

I sad to report that longtime supporter and all round "know the hall inside and out, it needs fixing, I can fix it," member Dave Beck has retired from the Hall. Thank you Dave for all your many years of service to the Hall – the place won't be the same without you!

Also retiring at the end of this year after four years of extraordinary service as our Booker is Kristin Baliski. Kristin has done an awesome job for the Hall and we will miss her in that role but I'm happy to report that she will be staying on as a Member at Large.

To all members of the Hall I pass on a heartfelt thank you for your service to the Hall and to the community.

On a personal note, I really enjoy working with this great group of dedicated and creative people! A huge thank you to everyone who has ever served at the Hall or has ever helped out in any way. Without you we would not have been able to accomplish what we have. You deserve a standing ovation! Thank you!

Changes and challenges were the themes for this year and it started with a bang – well more of a last gasp whimper.

**THE FURNACE:** In Dec 2016 the Furnace started it's death throws and in early in a really cold January 2017 it died leaving us scrambling to find replacements and looking at all options including propane. The cold of that year forced us to help our renters find other venues until we found a new furnace and our deepest apologies to everyone who was inconvenienced. Neighbours and Hall Users to the rescue! Neighbour, Greg Clayton, took the bull by the horns and bought and had installed a brand new oil furnace and Dance Temple fundraised to pay him back. We were so grateful and impressed we invited them to join

the Board.

**BOOKINGS** went well this year in spite of the cold 6 weeks without a furnace – thanks to Booker Extraordinaire Kristin Baliski but I won't spoil her report by going into detail (see attached) The search for her replacement started in November and wasn't finalized satisfactorily until the new year.

**THE CHRISTMAS CRAFT FAIR** was as usual, our major fundraiser and it went exceedingly well, in spite of losing out Friday Chef in November but neighbours to the rescue with Ramona Reigle coordinating the Kitchen, Michelle Sheehan lending advice and recipes and all the great neighbour bakers our Net for the Kitchen was only down \$150. The Vendors Net was up about \$450 so we exceeding last year by roughly \$300. We will be making some changes to the Friday dinner by opening the back room to vendors on Friday and serving Friday dinner in the fire Room only.

We achieved the goals we set for ourselves in 2017. From the perspective of December 31<sup>st</sup> 2017, the major challenges of 2018 will be the funding, repairing and refinishing the main hall floor. I truly hope to be able to report to you next year that we successfully met this and any other unforeseen challenge.

Thank You for your time and support

Wendy Rosier

President, Beaver Point Community Hall Association

## **AGM 2017 Treasurers Report Transcript from Recording.mp3**

[00:00:08] It is a heavy heart that I write this report. And I'll submit this to you after. I believe in truth trust and transparency. So I want to let the community the public to know what happened in 2017 and why I won't to return to the board. I was elected in 2017 to be vice president and treasurer of great honor. But after one year I'm no longer welcome. After meeting in the January 15th meeting when I arrived I was met by two new board members Sam and Doug and the new Booker Kate who I had never met before. Having previously reviewed the minutes, I saw nothing confirming that these people had been appointed as Board members s per bylaws prior to that meeting so I question whether we had a quorum to make any decisions and explain the reasons for my concern was the mutual protection not for profit that we follow our bylaws. when we add new members or at the vary least change our bylaws to allow our current members to invite others to be active members without all relating to to compliance for me. So that I knew essentially who I was walking into a meeting with. Following this meeting Kate resigned. She resigned in her letter in January 18th and she says the part of the organization that was operating in the way she witnessed in that meeting she was uncomfortable with certain financial aspects of the organization (such as being asked to prepare checks for particular invoices ahead of time. I agree with many of Kate's assessments ask the board to further address and contemplate them. While I would rather converse about this with all of you, with such poor attendance at the meeting for me it was the only audience I had with you now.

[00:02:08] Shortly thereafter on January 22 I was visited by Steve and Elizabeth at my home and informed that the board member without me and that I had two choices to either resign with dignity or to be removed from the board at the AGM. I do have dignity in 2017 I raised over eight thousand dollars for the Hall in two events the first time I personally made six thousand dollars for a new furnace. So the whole remain operational in the cold winter. This amount makes up almost a third of the money saved by the Hall in 2017. My first fund raising members were vital to the operation of a hall I attended board meetings with more consistent attendance than anyone else other than Wendy. I have a long background serving boards both larger and smaller than this one. I brought personal community support for us. For now I have a background in law, finance as well as construction, community facility operation - for this reason I believe will be the ideal candidate for helping Beaver Point Hall. I have the hall booked for four weekends this year already where I anticipate raising over more than ten thousand dollars. As for the Treasurer perks goes that one would expect for the AGM I'm sad to say that met undue resistance to any sort of financial information related to this hall. The Treasurer needs to have a checkbook, maintain financial records of the organization, to see invoices. I have yet to see anything other than the current bank balance. I cannot confirm the legitimacy of any expense or if not offer any insight into the finances of this hall because the information has been withheld. I was not included in the preparation or presentation of these financial statements nor was I included in the conversation or drafting of the 2018 budget.

[00:03:53] I am highly trained and have a lot of value to offer. I have a master's degree in finance and work in the financial services industry for over a decade. I believe that a community asset such as this deserves better and I know that I have a lot of wisdom to offer. I cannot in good conscience resign from something that I care about so just because I question procedural compliance. I will put my name forward to stand for Beaver point Hall for the executive position of Treasurer which I held last year and I do so with the condition of them getting access to information regarding current and ongoing financial filings including conversations regarding financials and budgets and consumption this organization. So I hope the board an move past its personal judgment and choose what they truly feel is in the best interest of the Hall and I encourage everyone here to work together with me to build trust and transparency into their core values. So thank you for the opportunity to serve and for being part of the Hall.

BEAVER POINT COMMUNITY HALL ASSOCIATION

BALANCE SHEET  
December 31, 2017  
(unaudited)

ASSETS

CURRENT

|                |            |                  |
|----------------|------------|------------------|
| Bank           | \$ 15,849  |                  |
| Paypal         | 147        |                  |
| GST receivable | <u>285</u> | <u>\$ 16,281</u> |

LIABILITIES

CURRENT

|                  |  |        |
|------------------|--|--------|
| Accounts payable |  | \$ 135 |
|------------------|--|--------|

MEMBERS' SURPLUS

|                             |              |               |
|-----------------------------|--------------|---------------|
| Balance @ December 31, 2016 | \$ 7,744     |               |
| Plus surplus for the year   | <u>8,402</u> | <u>16,146</u> |

\$ 16,281

INCOME AND EXPENSE

For the year ending December 31, 2017  
(unaudited)

INCOME

|                      |          |                  |
|----------------------|----------|------------------|
| Hall rental          | \$27,035 |                  |
| Fundraising          | 13,825   |                  |
| Donations - received | 250      |                  |
| Interest             | <u>8</u> | <u>\$ 41,118</u> |

EXPENSE

|                       |            |               |
|-----------------------|------------|---------------|
| Maintenance & repairs | 9,365      |               |
| Utilities             | 5,863      |               |
| Booking fee           | 5,341      |               |
| Insurance             | 4,362      |               |
| Fundraising expense   | 4,128      |               |
| Supplies              | 1,507      |               |
| Advertising           | 1,485      |               |
| GST paid              | 285        |               |
| Bank charges          | 142        |               |
| WCB                   | 135        |               |
| Office                | <u>103</u> | <u>32,716</u> |

SURPLUS FOR THE YEAR \$ 8,402

## CHRISTMAS CRAFT FAIR BREAKDOWN 2011 - 2017

|                              | 2011            | 2012            | 2013            | 2014             | 2015             | 2016            | 2017            |
|------------------------------|-----------------|-----------------|-----------------|------------------|------------------|-----------------|-----------------|
| <b>KITCHEN</b>               |                 |                 |                 |                  |                  |                 |                 |
| <b>Income</b>                |                 |                 |                 |                  |                  |                 |                 |
| HotChocolate                 |                 |                 |                 |                  |                  |                 | 405.75          |
| Donations                    |                 |                 |                 |                  |                  | 500.00          | 535.00          |
| <b>Friday Night</b>          |                 |                 |                 |                  |                  |                 |                 |
| Front                        |                 | 1,283.00        | 1,755.60        | 1,984.10         |                  | 1,307.00        |                 |
| Back                         |                 | 979.00          | 1,044.00        | 1,299.25         |                  | 1,487.75        |                 |
| <b>Friday Total</b>          | <b>2,885.90</b> | <b>2,262.00</b> | <b>2,799.60</b> | <b>3,283.35</b>  | <b>2,494.40</b>  | <b>2,794.75</b> | <b>2,329.00</b> |
| Saturday                     | 1,800.55        | 1,750.00        | 1,276.70        | 1,939.95         | 1,645.00         | 1,748.75        | 1,694.19        |
| Sunday                       | 1,492.00        | 1,491.00        | 1,112.85        | 1,472.85         | 1,339.00         | 1,814.15        | 1,689.70        |
| <b>Gross Income</b>          | <b>6,178.45</b> | <b>5,503.00</b> | <b>5,189.15</b> | <b>6,696.15</b>  | <b>5,478.40</b>  | <b>6,857.65</b> | <b>6,653.64</b> |
| <b>Expenses</b>              |                 |                 |                 |                  |                  |                 |                 |
| Food                         | 1,936.58        |                 | 2,110.30        | 1,807.81         | 700.67           | 1,882.83        | 1,899.07        |
| Supplies                     | 110.59          | 383.51          |                 |                  | 1,126.92         | 891.46          | 1,030.49        |
| Garbage                      |                 |                 |                 |                  |                  | 42.50           | 20.00           |
| Commissions /<br>Honorariums | 866.25          | 3,852.00        | 1,148.00        |                  |                  | 900.00          | 600.00          |
| <b>Kitchen Expense</b>       | <b>2,913.42</b> | <b>4,235.51</b> | <b>3,258.30</b> | <b>1,807.81</b>  | <b>1,827.59</b>  | <b>3,716.79</b> | <b>3,549.56</b> |
| <b>KITCHEN NET</b>           | <b>3,265.03</b> | <b>1,267.49</b> | <b>1,930.85</b> | <b>4,888.34</b>  | <b>3,650.81</b>  | <b>3,140.86</b> | <b>3,104.08</b> |
| <b>VENDOR INCOME</b>         |                 |                 |                 |                  |                  |                 |                 |
| Table Fees                   |                 |                 |                 | 945.00           | 545.00           | 550.00          | 815.00          |
| Security Fees                |                 |                 |                 |                  |                  | 130.00          | 160.00          |
| Commissions                  | 3,908.55        | 3,902.25        | 3,307.00        | 4,597.90         | 4,948.75         | 4,295.00        | 4,662.28        |
| Door                         | 1,244.00        | 1,297.00        | 722.22          | 1,908.30         | 1,360.20         | 1,645.40        | 2,051.23        |
| <b>Gross Income</b>          | <b>5,152.55</b> | <b>5,199.25</b> | <b>4,029.22</b> | <b>7,451.20</b>  | <b>6,853.95</b>  | <b>6,620.40</b> | <b>7,688.51</b> |
| <b>Expenses</b>              |                 |                 |                 |                  |                  |                 |                 |
| Advertising                  | 201.60          |                 |                 | 521.95           | 357.77           | 973.44          | 1,016.57        |
| Security                     |                 |                 |                 |                  |                  | 100.00          | 100.00          |
| Supplies                     | 254.40          | 32.47           | 485.95          | 110.35           |                  | 177.40          |                 |
| Commissions                  | 781.71          | 799.00          | 1,000.00        |                  |                  |                 |                 |
| <b>Vendor Expense</b>        | <b>1,237.71</b> | <b>831.47</b>   | <b>1,485.95</b> | <b>632.30</b>    | <b>357.77</b>    | <b>1,250.84</b> | <b>1,116.57</b> |
| <b>VENDOR NET</b>            | <b>3,914.84</b> | <b>4,367.78</b> | <b>2,543.27</b> | <b>6,818.90</b>  | <b>6,496.18</b>  | <b>5,369.56</b> | <b>6,571.94</b> |
| <b>TOTAL NET</b>             | <b>7,179.87</b> | <b>5,635.27</b> | <b>4,474.12</b> | <b>11,707.24</b> | <b>10,146.99</b> | <b>8,510.42</b> | <b>9,676.02</b> |

## Beaver Point Community Hall Association - Budget 2018

|                         | Approved<br>Budget 2017 | <b>2017<br/>Actuals</b> | Approved<br>Budget 2018 |
|-------------------------|-------------------------|-------------------------|-------------------------|
| <b>INCOME</b>           |                         |                         |                         |
| Hall Rental             | 24,000                  | 27,035                  | 26,000                  |
| Fundraising             |                         |                         |                         |
| Christmas Craft Fair    | 12,000                  | 13,328                  | 12,800                  |
| Grants -asked           |                         |                         |                         |
| Donations-Receipted     | 5,500                   | 250                     | 500                     |
| Donations-Non-Receipted | 500                     | 497                     | 500                     |
| Intrest                 | 12                      | 8                       | 8                       |
|                         | <b>42,012</b>           | <b>41,118</b>           | <b>39,808</b>           |
| <b>EXPENSES</b>         |                         |                         |                         |
| Special Repairs:        |                         |                         |                         |
| Furnace                 | 5,500                   |                         | 3,500                   |
| Maintenance & repairs   | 15,800                  | 10,170                  | 4,300                   |
| M&R                     |                         | 2,345                   | 3,450                   |
| Outdoor/Grounds         |                         | 825                     | 850                     |
| Cleaning                |                         | 7,000                   | 7,200                   |
| Booking fee             | 4,800                   | 5,241                   | 5,200                   |
| Utilities               | 4,900                   | 5,642                   | 5,712                   |
| Hydro                   |                         | 1,627                   | 1,600                   |
| Oil & Propane           |                         | 3,790                   | 3,800                   |
| Shaw Phone              |                         | 225                     | 312                     |
| Insurance               | 4,104                   | 4,363                   | 4,195                   |
| D&O                     |                         |                         | 870                     |
| General Liability       |                         |                         | 3,325                   |
| Supplies                | 1,600                   | 626                     | 750                     |
| Advertising             | 1,000                   | 1,484                   | 1,500                   |
| Fundraising CCF Expns   | 3,000                   | 4,127                   | 3,800                   |
| WCB                     | 135                     | 135                     | 135                     |
| Bank Charges            | 226                     | 142                     | 150                     |
| Fees                    | 100                     | 100                     | 100                     |
|                         | <b>41,165</b>           | <b>32,030</b>           | <b>36,542</b>           |
|                         | <b>847</b>              | <b>9,088</b>            | <b>3,266</b>            |

## **SPECIAL RESOLUTION TO CHANGE BYLAWS**

### **BEAVER POINT COMMUNITY HALL ASSOCIATION**

**Resolved that the following bylaws of the Beaver Point Community Hall Association replace the existing bylaws:**

#### **Bylaws of *Beaver Point Community Hall Association* (the "Society")**

##### **PART 1 – DEFINITIONS AND INTERPRETATION**

###### **Definitions**

**1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Board"** means the directors of the Society;

**"Bylaws"** means these Bylaws as altered from time to time.

**"Ordinary Resolution"** means a resolution passed at a general meeting by a simple majority of the Members who are present and entitled to vote;

**"Ordinary Resolution of the Directors"** means a resolution of the directors passed at a directors meeting by a simple majority of the directors present;

**"Special Resolution"** means a resolution passed at a general meeting by a 2/3 majority of Members who are present and entitled to vote;

**"Special Resolution of the Directors"** means a resolution of the directors passed at a directors meeting by a 2/3 majority of the directors present.

###### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

###### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 – MEMBERS**

### **Application for membership**

- 2.1** A person may be invited or apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

### **Duties of members**

- 2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

- 2.3** The amount of the annual membership dues, as determined by the Board, is the act of volunteering for at least one fundraising event per year.

### **Member not in good standing**

- 2.4** A member is not in good standing if the member fails to fulfill the volunteer requirement and the member is not in good standing for so long as that requirement remains unfulfilled.

### **Member not in good standing may not vote**

- 2.5** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
  - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

- 2.6** A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months.

### **Termination of membership for other causes**

- 2.7** A membership may be terminated by special resolution as outlined in the Societies Act.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Notice of general meeting**

- 3.1** A general meeting must be held at the time and location the Board determines and written notice of the date, time and location must be sent to every member at least 7 days before the meeting.

### **Ordinary business at general meeting**

**3.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

**3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

**3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;

- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting**

**3.15** Voting by proxy is permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than 3 and no more than 11 directors.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

#### **Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

#### **Term of appointment of director filling casual vacancy**

**4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the next Annual General Meeting.

#### **Removal of directors**

**4.5** A director may be removed in the following manner:

- a. A director may be removed or disciplined as outlined by the Societies Act.
- b. The directors may remove a director before the expiration of his or her term through passing a Special Resolution of the Directors.

## **PART 5 – DIRECTORS' MEETINGS**

#### **Calling directors' meeting**

**5.1** A directors' meeting may be called by the president or by any 2 other directors.

#### **Notice of directors' meeting**

**5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

#### **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

#### **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

#### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **PART 6 – BOARD POSITIONS**

## **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

## **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

## **Role of president**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

## **Role of vice-president**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

## **Role of secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

## **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

## **Role of treasurer**

**6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
  - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PROVISIONS FROM THE SOCIETY'S PRE-TRANSITION CONSTITUTION**

### **PART 8 – OPERATION AND DISSOLUTION**

- 8.1** The operation of the society is to be carried on in the district of Salt Spring Island. This provision is alterable.
- 8.2** The organization shall be operated without purpose of gain for its members and any profits will be used solely to promote its objectives. This provision was previously unalterable.
- 8.3** Upon winding up or dissolution of the Society, all remaining assets after payment of its debts must be distributed to one or more qualified donees. This provision was previously unalterable.